

CLERK'S OFFICE U.S. DISTRICT COURT
AT ABINGDON, VA
FILED

FEB 26 2020

JULIA A. DUDLEY, CLERK
BY: *[Signature]*
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UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF VIRGINIA
ABINGDON

UNITED STATES OF AMERICA)

v.)

INDIVIOR INC. (a/k/a Reckitt)
Benckiser Pharmaceuticals Inc.) and)
INDIVIOR PLC,)
Defendants)

Case No. 1:19cr00016

AGREED FIRST PROTECTIVE ORDER

WHEREAS, a federal grand jury of this District having returned a Superseding Indictment charging Defendants with conspiracy and engaging in schemes to defraud, in violation of 18 U.S.C. §§ 1349, 1347, 1341 and 1343, and alleging forfeiture of certain proceeds and assets to the United States pursuant to 18 U.S.C. § 981(a)(1)(C) and 28 U.S.C. § 2461(c), and 18 U.S.C. § 982(a)(7);

AND WHEREAS, the United States having moved for a Protective Order pursuant to 21 U.S.C. § 853(e)(1)(A) and 28 U.S.C. §§ 1355 and 2461(c), to preserve the status quo and prevent Defendants and others from alienating, encumbering, or wasting forfeitable property;

NOW THEREFORE, IT IS THE ORDER of this Court that Defendants, their agents, servants, employees, attorneys, family members, and those persons in active concert or participation with them; and those persons who have any interest or control over any and all of the assets of Defendants, be and are hereby **RESTRAINED, PROHIBITED and ENJOINED** from engaging in the following transactions without prior approval of this Court, which approval will not be unreasonably withheld, after notice to the United States:

1. Mergers and acquisitions of \$5 million in cash or more;

2. Settlement payments with respect to pending litigation greater than \$5 million in cash;
3. Reduction of cash and cash equivalents below \$600 million;
4. Any transaction, or series of transactions, outside the Defendants' ordinary course of business, with a cumulative amount greater than \$5 million where there has been no occurrence of such transaction in the two years prior; and
5. Obtaining from third parties any secured debt, loan, note, or other similar indebtedness, greater than \$5 million.

It is further **ORDERED** that Defendants, their agents, servants, employees, attorneys, family members, and those persons in active concert or participation with them; and those persons who have any interest or control over any and all of the assets of Defendants, be and are hereby **REQUIRED** to provide the following financial reports, under seal, to the Court and the United States:

1. Indivior Finance (2014) LLC, Indivior Finance SARL, Indivior Global Holdings Ltd (a/k/a RBP Global Holdings Limited); Indivior Inc. (a/k/a Reckitt Benckiser Pharmaceuticals Inc.), Indivior PLC, Indivior Solutions Inc. (a/k/a Reckitt Benckiser Pharmaceuticals Solutions Inc.), and Indivior US Holdings Inc. (f/k/a RBP US Holdings Inc.) shall by March 2, 2020, for the month of January, March 15, 2020, for the month of February, and the 15th day of each month thereafter, provide (a) monthly operating reports which report net disbursements and net receipts, (b) bank account balances, and (c) statement of operations and balance sheet for the preceding month; and

2. By the first business day of each month, an 8-week cash flow forecast that shows anticipated consolidated cash receipts and disbursements for the next 8 consecutive weeks on a consolidated basis, and specifically identifies any transaction requiring approval of this Court as ORDERED above, if any.

It is further **ORDERED** that Defendants, their agents, servants, employees, attorneys, family members, and those persons in active concert or participation with them; and those persons who have any interest or control over any and all of the assets of Defendants, be and are hereby **AUTHORIZED** to engage in the following ordinary course transactions, as consistent with past practices for the two years prior, so long as such transactions are not for the purpose of preventing assets from being available for forfeiture:

1. Intercompany transactions, including, but not limited to, settlements of intercompany balances and transactions, including those related to, but not limited to, product inventory, shared services, loans, notes, interest, and tax obligations;
2. Payments made on account of that certain Credit Agreement, dated as of December 19, 2014, as amended as of March 16, 2015, and as further amended as of December 18, 2017, in accordance with the provisions of such Credit Agreement when such payments are due and owing; provided however, the Defendants will not make voluntary prepayments of principal on account of the Credit Agreement;
3. Payments to vendors who provide goods and services actually received by the Defendants, including, but not limited to, manufacturing and supply-chain vendors, gross-to-net vendors including Medicaid and other government vendors, regulatory and compliance vendors, ongoing research and development related vendors, and sales, general and administrative vendors;

4. Payment of reasonable employee and related costs, including, but not limited to, salary and wages (including sales force incentive compensation), bonuses or similar contractual amounts, employee related benefits, and employer related payroll taxes and benefit payments; and
5. Other similar transactions consistent with the Defendants' ordinary course past practices over the two years prior.

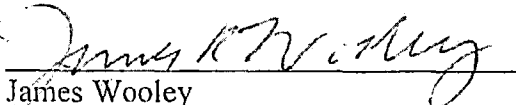
It is further **ORDERED** that Defendants shall:

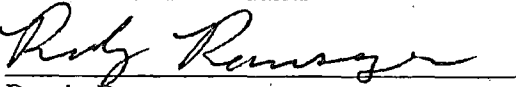
1. Maintain, in relation to this matter, its current litigation reserve of \$438 million, or greater, except as otherwise required by law or regulation. If Defendants determine that law or regulation requires them to reduce the reserve below \$438 million, they shall immediately notify the Court and the United States of the reduction and the reason for the reduction; and
2. Immediately notify the Court and the United States upon reaching a decision to file for bankruptcy, administration, liquidation, receivership, or similar activity.

Entered this day of 26th February, 2020.


United States District Court Judge

SEEN AND AGREED TO:


James Wooley
Jones Day
Counsel for Defendants


Randy Ramseyer
Assistant United States Attorney